



SO ORDERED.

SIGNED this 12 day of June, 2009.

**THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.**



Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE**

In re: * **Chapter 11**
APPALACHIAN OIL COMPANY, INC. * **Case No. 09-50259**
*
Debtor. *

* * * * *

**SECOND AMENDMENT TO FINAL ORDER AUTHORIZING DEBTOR IN
POSSESSION FINANCING AND USE OF CASH COLLATERAL**

Upon agreement of the Debtor Appalachian Oil Company, Inc. (the "Debtor") and Greystone Business Credit II, L.L.C. ("Greystone") to further amend the Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Order") [Doc. No. 242] as previously amended by Amendment to Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Amended Order") [Document No. 418], **IT IS HEREBY ORDERED** that the Order and Amended Order are amended as follows:

1. That Paragraph F of the Court's findings in the Order is deleted and the following substituted in lieu thereof:

"Debtor has requested that Greystone and Greystone has agreed to continue to provide a secured post petition revolving credit facility in favor of Debtor (the "DIP Facility") pursuant to which Debtor may obtain post petition loans from time to time ("DIP Loans"), in an amended, increased aggregate amount up to Three Million One Hundred Fifty Thousand and 00/100 Dollars (\$3,150,000.00) outstanding at any time, including amounts previously advanced pursuant to the Interim Order, the Order, and the Amended Order, for the purposes set forth in the budget attached as Exhibit A to the Order, the budget attached as Exhibit B to the Amended Order and the Budget attached hereto as Exhibit C (or at any time amended with the written consent of Greystone, herein the "Budget"), secured by all assets of Debtor, wherever located and whether arising prior to or after the Petition Date, provided however, that Greystone shall not have any security interest or lien upon any cause of action that Debtor may have pursuant to Chapter 5 of the Bankruptcy Code; provided that Greystone's liens and security interests shall be junior to the liens and security interests granted to the Product Vendors pursuant to their Order and provided further that, unless waived by Greystone, Debtor's ability to obtain financing is conditional on its ability to generate the sales set forth in the Budget;

2. That Paragraph 1 of the Order and Paragraph 2 of the Amended Order are amended to reflect an increase in the amount of the DIP Facility from Two Million Four Thousand and 00/100 Dollars (\$2,400,000.00) to Three Million One Hundred Fifty Thousand and 00/100 Dollars (\$3,150,000.00), and (ii) an extension of the maturity date of the DIP Facility from June 10, 2009 until July 26, 2009;

3. That all other provisions of the Order and Amended Order are adopted and incorporated herein by reference, and shall remain in full force and effect; and

4. That the capitalized terms used herein shall have the same meaning as set forth in the Order and Amended Order.

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APPROVED FOR ENTRY:

s/Mark S. Dessauer

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Counsel for Greystone Credit II, LLC.

DESSAUER: A-B
APPALACHIAN OIL
APPCO.85049

Application Of Extended
Revised DIP Forecast June 11,
July 24, 2009

	Jun 11, 2009 Thursday	Jun 12, 2009 Friday	Jun 13, 2009 Saturday	Jun 14, 2009 Sunday	Week 1 Jun 11-14	Jun 15, 2009 Monday	Jun 16, 2009 Tuesday	Jun 17, 2009 Wednesday	Jun 18, 2009 Thursday	Jun 19, 2009 Friday	Jun 20, 2009 Saturday	Jun 21, 2009 Sunday	Week 2
Stores in Service	47	47	47	47	47	47	47	47	47	47	47	47	47
Gasoline sold	\$0.00	\$5,000	\$5,000	\$5,000	\$20,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$20,000
Auto Pkg	\$2.50	\$2.50	\$2.50	\$2.50	10	\$2.50	\$2.50	\$2.50	\$2.50	\$2.50	\$2.50	\$2.50	\$10
Fuel Sales	\$175,000	\$175,000	\$175,000	\$175,000	\$700,000	\$175,000	\$175,000	\$175,000	\$175,000	\$175,000	\$175,000	\$175,000	\$700,000
Inside Revenues	\$170,000	\$170,000	\$170,000	\$170,000	\$680,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$680,000
Total Sales	\$195,000	\$207,500	\$207,500	\$207,500	\$840,000	\$207,500	\$207,500	\$207,500	\$207,500	\$207,500	\$207,500	\$207,500	\$840,000
Beginning Cash Balance	(\$2,007)	(\$50,016)			(142,003)	(\$185,512)	(\$180,220)	\$107,917	\$43,067	\$72,567			
Cash Deposits	\$180,020	\$198,500			208,520	\$200,375	\$398,875	\$198,500	\$198,500	\$198,500			\$846,750
Credit Card Deposits	\$68,580	\$68,580			137,160	\$68,580	\$171,750	\$68,580	\$68,580	\$68,580			\$465,750
Store Deposits/Asset sale					29,000		\$20,000	\$20,000	\$6,000	\$6,000			\$30,000
Other Deposits	\$5,000	\$5,000			12,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000			\$30,000
Marathon/loyalty credit card deposits													
Total Deposits	\$254,600	\$287,060	\$0	\$0	477,680	\$384,875	\$594,625	\$221,000	\$221,000	\$221,000	\$0	\$0	\$1,402,500
Accounts Payable Disbursements:													
Fuel	\$141,729	\$20,000			161,729	\$278,284	\$154,050	\$154,050	\$121,500	\$133,650			\$642,544
Build Goods	\$25,000	\$193,440			218,440	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000			\$100,000
Payroll	\$107,007	\$107,007			107,007	\$119,940	\$29,261	\$40,000		\$40,496			\$69,261
Payroll Taxes													\$0
Salaries and other taxes						\$215,350							\$215,350
Rents													\$0
Store Use													\$0
Insurance		\$129			129	\$0	\$3,177	\$0	\$0	\$0			\$3,177
Telephone/Utilities								\$50,000					\$50,000
OP Interest fees													\$0
Professional Fees	\$0	\$5,000	\$0	\$0	5,000	\$0	\$0	\$1,800	\$0	\$41,000	\$0	\$0	\$42,800
US Trucks													\$0
Cash Short/Over	\$2,500	\$2,500			5,000	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Maintenance	\$2,500	\$2,500			5,000	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Other OpEx	\$2,500	\$2,500			5,000	\$7,500	\$2,500	\$2,500	\$2,500	\$2,500			\$17,500
Total Corporate	\$171,729	\$330,576	\$0	\$0	502,305	\$549,584	\$216,466	\$275,850	\$151,500	\$400,146	\$0	\$0	\$1,811,507
Disbursements - Store													
Rent	\$15,000	\$40,000			55,000	\$5,000	\$5,000	\$5,000	\$15,000	\$40,000			\$70,000
Store Paid Out	\$5,000	\$5,000			10,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000			\$25,000
Vendor Deposits													\$0
Total Stores	\$20,000	\$45,000	\$0	\$0	65,000	\$10,000	\$10,000	\$10,000	\$20,000	\$45,000	\$0	\$0	\$95,000
Ending Cash Balance	(\$50,016)	(\$185,512)	\$0	\$0		(\$480,220)	\$107,917	\$43,067	\$72,567	(\$19,579)	\$0	\$0	

Starting DIP	\$	2,400,000				\$	300,000						
New Borrowings (payments)													
DIP LOAN BALANCE	\$	2,400,000	\$ 2,400,000	\$ 2,400,000	\$ 2,400,000	\$ 2,700,000	\$ 2,700,000	\$ 2,700,000	\$ 2,700,000	\$ 2,700,000	\$ 2,700,000	\$ 2,706,000	



Appalachian Oil Extension/
Revised DCP Forecast June 11-
July 28, 2009

Appalachian Oil Extended/ Revised OPE Forecast June 11- July 28, 2009																																				
	Jun 22, 2009	Jun 23, 2009	Jun 24, 2009	Jun 25, 2009	Jun 26, 2009	Jun 27, 2009	Jun 28, 2009	Week 3	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday
Stores in Service	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	
Gallons Sold	55,000	55,000	55,000	55,000	55,000	55,000	55,000	345,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	
Ave PPG	\$2.52	\$2.52	\$2.52	\$2.52	\$2.52	\$2.52	\$2.52	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	\$2.56	
Fuel Sales	\$138,600	\$138,600	\$138,600	\$138,600	\$138,600	\$138,600	\$138,600	\$670,200	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	\$153,600	
Inside Revenues	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$846,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	\$170,000	
Total Sales	\$208,600	\$208,600	\$208,600	\$208,600	\$208,600	\$208,600	\$208,600	\$1,435,200	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	\$223,600	
Beginning Cash Balance	(\$181,579)	(\$44,446)	\$151,409	\$87,824	\$127,524			(\$324,532)	(\$252,578)	\$56,687	\$18,467	(\$151,683)																								
Cash Deposits	\$204,750	\$360,270	\$146,020	\$146,020	\$146,020	\$146,020	\$146,020	\$593,580	\$210,280	\$396,800	\$156,520	\$166,520	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	\$166,020	
Credit Card Deposits	\$58,000	\$175,500	\$82,580	\$82,580	\$82,580	\$82,580	\$82,580	\$421,740	\$82,580	\$160,240	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	\$67,080	
Store Deposits/Asset Sale								\$0																												
Proceeds	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$30,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000		
Other Deposits																																				
Marathon/City credit card deposits																																				
Total Deposits	\$268,250	\$550,270	\$234,600	\$234,600	\$234,600	\$234,600	\$234,600	\$1,445,320	\$278,860	\$553,040	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	\$229,600	
ABRRO CORP Disbursements																																				
Fuel	\$221,500	\$121,500	\$121,500	\$121,500	\$121,500	\$121,500	\$121,500	\$719,650	\$236,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	\$134,750	
Inside Goods	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$300,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	
Payroll	\$7,896	\$9,105	\$10,000					\$107,007	\$10,156	\$9,105	\$10,000																									
Payroll Taxes	\$126,194							\$227,003	\$126,194																											
Salaries and other taxes								\$126,194	\$126,194																											
Rents								\$126,194	\$126,194																											
Store Use								\$0																												
Insurance	\$78,525	\$165,810	\$55,085	\$55,085	\$55,085	\$55,085	\$55,085	\$297,421	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
Telephone/Utilities			\$50,000					\$50,000																												
DP Interest Fees								\$0																												
Professional Fees	\$0	\$0	\$1,800	\$0	\$50,000	\$0	\$0	\$51,800	\$0	\$40,000	\$1,800	\$0	\$41,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
US Trustee								\$0																												
Cash Short/Over								\$0																												
Maintenance	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$12,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	
Other OpEx	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$12,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	
Total Corporate	\$462,117	\$326,415	\$268,385	\$154,700	\$627,856	\$0	\$0	\$1,533,274	\$296,806	\$223,795	\$257,800	\$154,750	\$433,496	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
Disbursements - Store																																				
Beer	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$70,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000		
Store Paid Outs	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$25,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	
Vendor Deposits								\$0																												
Total Stores	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$95,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	
Ending Cash Balance	(\$394,446)	\$151,409	\$87,824	\$127,524	(\$324,532)	\$0	\$0	(\$352,578)	\$56,687	\$18,467	\$48,317	(\$312,078)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	

Starting DCP

New Borrowing(Payments)	\$ 350,000
DCP LOAN BALANCE	\$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000

	\$ 100,000
	\$ 3,150,000 \$ 3,150,000 \$ 3,150,000 \$ 3,150,000 \$ 3,150,000 \$ 3,150,000 \$ 3,150,000 \$ 3,150,000
	\$ (200,000)
	\$ 2,950,000 \$ 2,950,000 \$ 2,950,000 \$ 2,950,000 \$ 2,950,000 \$ 2,950,000 \$ 2,950,000 \$ 2,950,000

Week 6

[illegible][illegible]

Appendix Oil - Extended
 Revised DIP Forecast June 11-
 July 26, 2008

	Jul 20, 2008	Jul 21, 2008	Jul 22, 2008	Jul 23, 2008	Jul 24, 2008	Jul 25, 2008	Jul 26, 2008	Week 7
	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday	
Stores in Service	47	47	47	47	47	47	47	47
Gallons Sold	60,000	60,000	60,000	60,000	70,000	60,000	50,000	420,000
Ave PPG	\$2.60	\$2.60	\$2.60	\$2.60	\$2.60	\$2.60	\$2.60	\$2.60
Fuel Sales	\$156,000	\$156,000	\$156,000	\$156,000	\$182,000	\$156,000	\$130,000	\$1,092,000
Inside Revenues	\$70,000	\$70,000	\$70,000	\$70,000	\$70,000	\$60,000	\$55,000	\$465,000
Total Sales	\$226,000	\$226,000	\$226,000	\$226,000	\$252,000	\$216,000	\$185,000	\$1,557,000
Beginning Cash Balance	(\$103,619)	(\$126,666)	\$250,077	\$287,277	\$111,477	(\$296,060)	\$0	
Cash Deposits	\$228,550	\$396,750	\$156,200	\$156,200	\$156,200			\$1,086,900
Credit Card Deposits	\$67,800	\$166,800	\$67,800	\$67,800	\$67,800			\$467,100
Store Deposits/Asset sale proceeds								\$0
Other Deposits								\$0
Marathon/Citgo credit card deposits								\$0
Total Deposits	\$296,350	\$563,550	\$224,000	\$224,000	\$224,000	\$0	\$0	\$1,557,000
ASSETS, CONT. DISBURSEMENTS								
Fuel	\$261,400	\$151,800	\$151,800	\$151,800	\$177,100			\$894,300
Inside Goods	\$25,000	\$25,000	\$25,000	\$25,000	\$200,000			\$500,000
Payroll					\$107,007			\$107,007
Payroll Taxes	\$7,289	\$8,105						\$15,394
Salaries and other taxes								\$0
Rent					\$3,200			\$3,200
Store Use								\$0
Insurance	\$0	\$0	\$0	\$0	\$0			\$0
Telephone/Utilities				\$50,000				\$50,000
DIP Interest Fees					\$31,250			\$31,250
Professional Fees	\$0	\$1,800	\$0	\$0	\$0			\$1,800
US Travel					\$25,000			\$25,000
Cash Short/Over								\$0
Maintenance	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Other OpEx	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Total Disbursements	\$299,689	\$192,705	\$181,800	\$231,800	\$548,557	\$0	\$0	\$1,454,561
DISBURSEMENTS - STORE								
Beer	\$10,000	\$5,000	\$5,000	\$15,000	\$40,000			\$75,000
Store Paid Ours	\$10,000	\$5,000	\$5,000	\$5,000	\$5,000			\$35,000
Vendor Deposits								\$0
Total Stores	\$20,000	\$10,000	\$10,000	\$20,000	\$45,000	\$0	\$0	\$105,000
Ending Cash Balance	(\$126,666)	\$253,077	\$287,277	\$281,477	(\$296,060)			

Starting DIP	\$ (159,999)						
New Borrowing/(Payments)							
DIP LOAN BALANCE	\$3,150,000	\$3,150,000	\$3,150,000	\$3,000,000	\$3,000,000	\$3,000,000	\$3,000,000